

OMB APPROVAL

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |           |
|---|-----------|
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(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br>HILLENBRAND W AUGUST |  |   | 2. Issuer Name and Ticker or Trading Symbol<br>Hillenbrand, Inc. [HI]            |   |   |               |             | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |   |   |
|---|--|---|--|---|---|---------------|-------------|---|---|---|
| (Last) (First) (Middle)<br>B - 300 WINDING WAY SUITE 200          |  |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/07/2010                   |   |   |               |             |   |   |   |
| (Street)<br>BATESVILLE, IN 47006                                  |  |   | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |   |   |               |             | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |   |   |
| (City) (State) (Zip)  |  |   | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |   |               |             |   |   |   |
| 1. Title of Security<br>(Instr. 3)                                | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8)   |   | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |             | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4)  | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |  |   | Code   | V | Amount  | (A) or<br>(D) | Price       |   |   |   |
| Common Stock  | 01/07/2010                                 |   | M  |   | 60,000  | A             | \$<br>16.69 | 112,545   | D   |   |
| Common Stock  |  |   |  |   |   |               |             | 10,008  | I   | By Spouse   |
| Common Stock  |  |   |  |   |   |               |             | 38,926  | I   | By Spouse's<br>GRAT   |
| Common Stock  |  |   |  |   |   |               |             | 71,773  | I   | By Family<br>LLC (S)  |
| Common Stock  |  |   |  |   |   |               |             | 643,187   | I   | By Trusts (S)   |
| Common Stock  |  |   |  |   |   |               |             | 37,407  | I   | By Trusts for<br>Grandchildren<br>(S)                             |
| Common Stock  |  |   |  |   |   |               |             | 8,222   | I   | By W August<br>Hillenbrand<br>2003 Option<br>GRAT                 |
| Common Stock  |  |   |  |   |   |               |             | 197,869   | I   | By May 1,<br>2008 GRAT  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |  |  |        | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |  | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|--------|---|--|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  |                                |  |  |        |   |  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Deferred Director Fees                     | (1)  | 01/08/2010                           |  | A(2)                           |  |  | 648    |   |  | (3)  | (3)             | Common Stock  | 648                        | \$ 19.275                                  | 2,778  | D  |  |
| Employee Stock Option (right to buy)       | \$ 16.69   | 01/07/2010                           |  | M                              |  |  | 60,000 |   |  | 01/17/2000(4)  | 01/17/2010      | Common Stock  | 60,000                     | \$ 0                                       | 0  | D  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HILLENBRAND W AUGUST<br>B - 300 WINDING WAY SUITE 200<br>BATESVILLE, IN 47006 | X             |           |         |       |

Signatures

|   |  |                     |
|---|--|---------------------|
| Carol A. Roell As Attorney-in-Fact for W August Hillenbrand |  | 01/11/2010          |
| <small>**Signature of Reporting Person</small>              |  | <small>Date</small> |

Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Conversion or Exercise Price of Derivative Securities is 1-for-1.
- (2) These deferred stock units were accrued through deferral of board of directors fees earned. Stock units are entitled to dividend equivalent rights which accrue on dividend record dates.
- (3) These stock units will automatically be converted into shares of common stock on the later of the six-month anniversary of the date the Director ceases to be a Member of the Board of Directors of the Company, or January 1, 2010, unless a further deferral election has been made.
- (4) The option vested in three equal annual installments beginning on the date indicated.
- (5) Reporting person disclaims beneficial ownership of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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